IN THE UNITED STATES DISTRICT COURT FOR THE MIDDLE DISTRICT OF PENNSYLVANIA

PPL CAPITAL, LLC, et al., : CIVIL ACTION NO. 1:13-CV-047

Plaintiffs

: (Judge Conner)

v.

:

JOEL ZULLINGER, et al.,

Defendants

ORDER

AND NOW, this 5th day of February, 2013, upon agreement of the parties, the Court having found that the proposed settlement agreement between the parties is fair, adequate, reasonable, and proper, and in the best interests of Orrstown Financial Services, Inc. ("Orrstown") and its shareholders, and that the proposed notice to Orrstown's shareholders is sufficient, it is hereby ORDERED that Plaintiffs' Agreed Motion For Approval Of Settlement Agreement And Dismissal With Prejudice (Doc. 21) is GRANTED. It is further ORDERED, upon agreement of the parties, that Plaintiffs' Verified Complaint is hereby DISMISSED WITH PREJUDICE.

S/ Christopher C. Conner CHRISTOPHER C. CONNER United States District Judge